

HM #13 "Night Of the Shadowbeasts"
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FADE IN:

EXT. SNAKE MOUNTAIN - NIGHT

PUSH in on the spooky stronghold of Skeletor, and then TILT DOWN to its lower levels, and PUSH IN:

INT. DUNGEON MENAGERIE - CONT.

ANGLE - SKELETOR and TRI-KLOPS head down stony dank steps into Beastman's dark, dungeon menagerie. A DOOMSEEKER follows. As Skel speaks, we HEAR OS SWINGING CHAINS. (OS BEASTMAN swinging towards them, ala Tarzan.)

SKELETOR (PARTIAL OS)

This had better be good, Beastman.

BEASTMAN comes swinging in on chains hanging from ceilings & lands like a gorilla in front of Skeletor.

SKELETOR

(testy) I was in the middle of planning my next assault upon Castle Grayskull.

TRACKING -they walk down a stony aisle, past cages of various BEASTS, Beastman indicates something OS in the last cage.

BEASTMAN

(proud) Oh Oh it's *real* good. See for yourself.

BEASTMAN stops in front of the last cage, indicates what's inside. Skeletor peers inside, frowns.

POV - of a dark, apparently empty cage.

SKELETOR (O.S.)

What I *see* is nothing, you mangy moron!

SKELETOR - turns and gestures threateningly with his staff. Beastman draws back in alarm.

TRI-KLOPS gestures to his Doomseeker -- which floats closer to the cell's bars, shines a light within. The light reveals:

A SHADOWBEAST -- like a gorilla on steroids -- cowers back in the darkness.

THE DOOMSEEKER light then shuts off.

THE SHADOWBEAST then SNARLS & leaps forward. Its strong arms bend the bars out, then FIERCE CLAWS shoot out & grab the Doomseeker, quickly CRUSHING IT. Doomseeker clanks to the ground, now a hunk of scrap. <ALT: Instead of the light shutting off, Shadowbeast half-covers his eyes as he bolts forward and destroys doomseeker.>

INCLUDE EVIL WARRIORS - Even Skeletor's impressed.

SKELETOR

(impressed) Hmm...(to Beastman) All right, what is it?

BEASTMAN

it's called a Shadowbeast.

Skeletor peers into the cell, musing. The Shadowbeast GROWLS.

SKELETOR

(muses) With an army of these I could easily take Grayskull.

He heads for the stairs, Tri-Klops and Beastman following.

EXT. SNAKE MOUNTAIN - NIGHT

THE THREE emerge from the dungeon, to the outside of the mountain lair. In b.g. we can see MOUNT BARATHRUM, a distant, active volcano.

BEASTMAN

Uh, one problem -- shadowbeasts hate light.
(dumbly shrewd) But I figure, if we attacked at *night*...

TRIKLOPS indicates the ETERNIAN MOON which is peeking thru otherworldly, craggy rock formations in the f.g.

TRIKLOPS

(sarcastic) Brilliant, fur-for-brains. What about moonlight?

BEASTMAN

Oh. Yeah...



Skeletor - turns away in disgust. Then muses some more:

SKELETOR

(musing) Still, there has to be a way to use them --
even if it means blotting out the very sky.

TRI-KLOPS AND BEASTMAN - look at each other uncertainly.

SKELETOR gets an idea. RACK FOCUS - as he gazes at Mt. Barathrum.

SKELETOR

<sly chuckle>

EXT. ETERNIA CITY - DAY

MEKANEK - zips his head thru a LASER MAZE. <Think: duct work, going at various right angles --but a computer grid version.> He extends his neck, zigzagging his head thru without touching the "walls", until his head pops out the far end.

MAN AT ARMS (OS)

(calls) Nicely done, Mekanek.

The grid disappears.

REVEAL- MAA switching off the grid projector. EST. An open-air training area, with various obstacles (sand area, ruined buildings, target area, mannequin like tackle dummies) where RAM MAN, TEELA, and MEKANEK face MAN-AT-ARMS.

MAN-AT-ARMS

Our next training exercise will be entry and access.
Ram Man why don't you--

RAM MAN - eagerly lowers his head & charges toward a ruined cylindrical wall four feet tall in b.g. TEELA sees what he's charging and calls out a warning:

RAM MAN

Right! Pulverize that wall.

TEELA

Ram Man, wait! That's --

ON CYLINDRICAL WALL - RAM MAN HITS & SHATTERS it, but then falls downward OS.<it's the perimeter wall of a deep well.>

RAM MAN (PARTIAL O.S.)

Whooooaaaaa...



TEELA - finishes her sentence as she runs after him.

TEELA
-- An old well! (echo) well!

MAA, Teela and Mekanek reach the well and look down as we hear Ram Man's ECHOING CRY.

MAN-AT-ARMS
(calls) Ram Man! Are you all right? (echo) right?

INT. BOTTOM OF SHAFT - CONT.

Very dark. Ram Man sits waist-deep in water, half-stunned.

RAM MAN
Ah I'm fine! I'm --

CLOSER - he realizes how dark it is. He looks panicky.

RAM MAN
(small voice) ... not fine ...

Ram Man stands, looks around, eyes shifting worriedly to and fro. He's barely holding it together. Then he alarmedly spins as he SEES something.

RAM MAN
<alarmed GASP!>)

REVEAL - It's a rope dropping INTO SHOT. RAM MAN eagerly grabs it & starts climbing. Fast.

EXT. TRAINING GROUND, TOP OF SHAFT - CONT.

TEELA, MAA and MEKANEK - hang onto the rope, straining -- Ram Man's no lightweight. Ram Man emerges, badly shaken and trying to cover. MAA notices; the others don't.

TEELA, MAA, MEKANEK
(WALLA – STRAINING)

RAM MAN
(shaken) Thanks, guys.

PUSH IN ON MAA - who arches an eyebrow.

EXT. DUNES OF DOOM - NIGHT

PAN - Several large volcanic vents let SMOKE & STEAM escape. LAVA burbles inside.

SKELETOR - ON AN ELEVATED RISE - watches as:

WHIPLASH - uses his tail to SMASH a rock formation -- so that rocks TUMPLE into a lava pit - plugging it.

CUT TO: BEASTMAN - who lifts a large boulder and hurls it into a pit -- plugging it.

BEASTMAN

I don't get it. Why are we fillin' up these holes?

NEAR HIM, TRAPJAW is using his huge CLAW to SLAM a boulder into a pit. He shrugs.

TRAPJAW

'Cause Skeletor said to.

ON ELEVATED RISE - TRI-KLOPS & EVIL-LYN (out of earshot of other Warriors) come up beside Skel, who's watching all this.

TRI-KLOPS

Those volcanic vents act as safety valves for Mount Barathrum, Skeletor.

SKELETOR

(coyly) And your point is?

TRI-KLOPS

If you seal them up, the pressure's gonna build...

EVIL-LYN - now gets it, smiling slyly.

EVIL-LYN

Causing the volcano to erupt.

SKEL smiles slyly, THEN PAN TO Mt. Barathrum, which RUMBLES.

SKELETOR

Precisely, dear Evil-Lyn. Smoke and ash will fill the sky, blotting out all light, and then...

CLOSE ON Skeletor - smiling sinisterly.

SKELETOR

Enter the Shadowbeasts!



CUT TO: MT BARATHRUM - PUSHING IN - The RUMBLING from the volcano grows louder, until --BOOM! A major eruption.

FAVOR EVIL WARRIORS - watching in awe as the VOLCANO SPEWS out ash and smoke. Flaming boulders shoot through the sky.

EERIE UP ANGLE ON SKELETOR - as the sky begins to swiftly darken -- flame and ash spewing past.

EXT. ETERNIA COURTYARD - DAY (SOON TURNING TO NIGHT)

CLOSE ON ORKO as he rolls up his sleeves. He's near a HUGE FLOWER STATUE.
<SEE DESIGN: "corkscrew" shaped sculpture>

ORKO

You're gonna love this! The amazing spinning,
sparkin' flower. Yikes, whoa!

REVEAL - ADAM reclines against a wall, in the sun, watching in amusement as ORKO does magic. CRINGER is at Adam's feet.

ORKO - ZAPS the flower sculpture. It starts to levitate and spin, shooting out gorgeous sparkler like sparks <ORKO watching proudly> - but then it slowly tilts over and its spout starts "firing" sparks at Orko -- as it comes at him.

ANGLE - As ADAM watches, amused -- ORKO dashes here and there to avoid the sparking downpour of the flower that seems to be "after" him, (ala fireworks chasing someone)...As he's chased, ORKO waves a frantic hand to get the magic to stop.

ANGLE - Abruptly, the flower sculpture stops sparking and returns to its pedestal -- as DARKNESS STARTS TO FALL. Orko's relief is replaced by perplexity and alarm.

ORKO

T-That never happened before ...

ANGLE - ADAM looks to the sky...as a dark, fast-spreading cloud obscures the sun.

ADAM

I don't think it's your magic, Orko-

WIDE - Ram Man, Mekanek & Man-E-Faces run into the courtyard from different directions. It's getting darker by the second -- till it's near pitch dark. As Ram Man looks around nervously, MEKANEK shoots his neck up, looks around.

RAM MAN



What's goin' on...?

MEKANEK

Some kind of eclipse -- coming from the dark hemisphere.

WIDE ON COURTYARD as strong SPOTLIGHTS from PALACE RAMPARTS shoot down beams -- illuminating the darkness. Ram Man reacts in relief.

RAM MAN

That's better.

They look up as they hear BOULDERS streaking thru the sky, then see a huge, low-flying one, zooming past.

MAN E ROBOT - does a quick deduction.

MAN E FACES (ROBOT FACE)

Trajectory-indicates-likely-point-of-contact:
Eternian-power-station.

OS CRASH. SPOTLIGHTS go out, quickly. It's really dark now.

MAN E FACES <ROBOT FACE> (OS)

-Confirmed-

RAM MAN - reacts, panicky, eyes shifting. PAN TO MEKANEK - who scratches his neck, unsure what to do.

MEKANEK

Maybe we should head over to--

RAM MAN hurries off..PLOWING right thru a SCULPTURE OR STATUE.

RAM MAN

(quickly) Man At Arms workshop!

MekaneK, Adam and Man-E-Faces react, then hurry after.

EXT. PALACE - DAY/NIGHT CONTINUOUS

TEELA runs out, holding a torch, hands it to ROYAL GUARD #1 to take with him as she directs a squadron of Royal Guards.

TEELA

You're on sector patrol! Move it!

The GUARDS hustle O.S.

EXT. MAA'S WORKSHOP - CONT.

As RAM MAN, MEKANEK & MAN E FACES hurry in, MAA comes out to confab with them. Ram Man looks a bit nervous. A bit of a glow comes from MAA's workshop from one of the machines inside. RAM MAN inches towards its glow.

MAN-AT-ARMS

Sensors indicate that volcanic vents near Mount Barathrum...

OTS ADAM - heading closer accompanied by CRINGER -- when he sees MAA and hears:

MAN AT ARMS

...have all been blocked.

OTS ADAM - As TEELA comes hurrying in.

TEELA

(grim) Skeletor.

ADAM - realizing what he's got to do -- turns & heads off past CAMERA -- Cringer with him.

RAM MAN - hears the SOUND of ADAM and CRINGER'S footsteps running off -- reacts spooked.

MEK & MAN E look at Ram Man puzzled -- unclear why he's so nervous.

MAA eyes Ram Man with concern, then addresses the others, handing Mekanek a pair of Night Vision (NV) Goggles.

MAN-AT-ARMS

Man E Faces, you've got your robot scanners.
Mekanek, use these night vision enhancers for reconnaissance.

MAN E FACES pivots to robot face and heads off, as Mekanke takes the goggles and puts them on. Ram Man looks on, longingly, as if wishing he had a pair as well.

MAA glances at RAM MAN, then heads back into his workshop.

EXT. PALACE - DAY/NIGHT - CONTINUOUS

ADAM and CRINGER reach a secluded area. Adam pulls out his sword and raises it:

ADAM/HE-MAN
By the Power of Grayskull -- I have the Power!!

Adam is TRANSFORMED into HE-MAN, who then turns and ZAPS the cringing Cringer...TRANSFORMING him into BATTLE CAT!

EXT. MAA'S WORKSHOP - DAY/NIGHT - CONTINUOUS

HIGH ANGLE, NV POV - everything is green-tinted, night vision style. PAN the Palace Courtyard from this high angle NV POV.

REVEAL - Its MEKANEK'S POV - he has his neck raised, scanning the palace grounds.

LOWER ANGLE - RAM MAN, nervous -- is near him. Looking around cautiously, Ram Man suddenly sees:

A SHADOWBEAST moving quickly towards him and Mekanek.

ON RAM MAN - alarmed, points speechless.

RAM MAN
<surprise, fear GASP> What was that!

The SHADOWBEAST lunges with a ROAR...Straight towards CAMERA.

Mekanek's head looks down, stunned at the sight. At the same moment, MAA rushes out of his workshop, stunned as well.

SUDDENLY HE-MAN, astride Battle Cat, leaps IN, BODYSLAMMING the critter BACKWARDS.

THE SHADOWBEAST lands near Teela, who's rushing towards the workshop, carrying her COBRA STAFF, which glows. She raises her staff, ready to fight -- but the SHADOWBEAST cowers and shields its eyes from the glow..

OTS SHADOWBEAST - as it flees into the darkness and shadows.

TEELA
Okay, what *was* that thing?

MAN AT ARMS
(grim) Shadowbeast.

TEELA - retracts her Cobra Staff so it's back to being a belt buckle. Ram Man looks upset by this.

ON GROUP - They hear more OS ROARS and REACT, getting into ready-for-anything body positions.

HIGH ANGLE - MEKANEK - still wearing NV goggles, pivots his neck, doing "recon." He sees:

MEKANEK
(calls down) Skeletor's forces--

MEK'S NV POV - <GREEN TINGED> A few shots of Skel's forces (not Skel or Beastman though) and a CONTINGENT OF SNARLING SHADOWBEASTS.

MEKANEK (OS)
--along with an army of those *things*. Advancing on the palace!

MASTERS REACT as they hear:. ADJUST TO UP ANGLE - Skeletor flies past on a Terrordactyl. His eyes glow RED in the darkness. BEASTMAN follows on a GRIFFIN.

SKELETOR
(calls) Pity I can't stick around Masters. But I've got a pressing engagement elsewhere. <cackles>

ZOOMING IN ON - HE-MAN - realizing, then looking determined.

HE-MAN
Grayskull. Come BattleCat!

BattleCat races in, HE-MAN leaps on & they RACE OFF.

QUICK CUTS: MAA - calls to the Masters, as MAN E FACES runs in to join the others.

MAN AT ARMS
Battle positions.

ZOOM ON TEELA - half turns, yelling to ROYAL GUARDS who are rushing in.

TEELA
Man the ramparts!

As TEELA heads off, again engaging her glowing COBRA STAFF -- RAM MAN hastens after her, eager to be in its glow.

RAM MAN
I'll...uh, back ya up, Teela.



MAA notes RAM MAN'S jittery demeanor, even as he heads off in another direction with the other Masters.

EXT. CASTLE GRAYSKULL - DAY/NIGHT

GRAYSKULL - stands stark and forboding, against the black sky. Occasional SIZZLING LAVA BOULDERS streak past overhead.

PULL WAY BACK TO SKELETOR - dramatically hovering 30 yards in front of the Castle, his goal now tantalizingly within reach. A beat as he takes in the momentousness of it all. Then he half turns, and calls out:

WIDEN TO INCLUDE BEASTMAN - hovering on his Griffin. BEASTMAN nods and cups his hand to mouth & lets out a signaling ROAR

WIDE DRAMATIC ANGLE - ON THE THIN LEDGE OUTCROP (that the jawbridge is designed to meet) as SHADOWBEASTS come leaping off it, TOWARDS CAMERA...

REVERSE - the SHADOWBEASTS leap off the cliff and ram into the side of Grayskull - most grabbing onto its wall with their claws, some not able to make the leap or the grab...and falling down into the abyss!

AT SAME TIME - DOWN ON ABYSS - as a countless number of GROWLING & SNARLING SHADOWBEASTS SCALE THE ABYSS WALLS to reach Grayskull. (like ants scaling a cup of yogurt to reach the sweet mound that lies on top.)

SHADOWBEASTS - all over the front wall of Grayskull -- hanging on, pounding away and clawing at the door.

PULL BACK to BEASTMAN ON his GRIFFIN--proud...& SKEL on his TERRORDACTYL--thrilled, taking in this momentous, epic sight.

EXT. EVERGREEN FOREST - DAY/NIGHT

THE FOREST - dark and spooky in the volcanic gloom. He-Man, riding Battle Cat, comes riding IN PAST CAMERA.

BATTLECAT suddenly REARS back in surprise, as if sensing something. HE-MAN looks.

HE-MAN'S POV - REVEAL - TWO SHADOWBEASTS in front of them.

BATTLECAT growls, low. HE-MAN pats him.

HE MAN
Easy BattleCat. Two of them, two of us.



SUDDENLY - WIDE - as more Shadowbeasts emerge from the dark forest, GROWLING. OTHERS drop from trees. The place is swarming with them. <We can't see that clearly due to the darkness but see CUs of eyes, FEET STOMPING, TEETH GLINTING.>

REVERSE - He-Man & Battle Cat, surrounded. OTHER SHADOWBEASTS move in from behind CAMERA & the frame goes dark, as we:

END ACT ONE

ACT TWO

EXT. EVERGREEN FOREST - DAY/NIGHT

HE-MAN'S POV - SHADOWBEASTS closing in TOWARDS CAMERA -- but suddenly, they stop as if HEARING SOMETHING.

ON HE-MAN - he looks hopeful.

OTS HE-MAN - ON BEASTMAN - moving thru the crowd of Shadowbeasts, approaching He-Man.

BEASTMAN

Came to watch the fun of seein' the "great He-Man"
try to fight off an army of Shadowbeasts.

HE-MAN - cocks an eyebrow.

HE-MAN

Much as I *hate* spoiling your fun, Beastman...

He-Man has Battle Cat rear back, then suddenly leap over the hordes of Shadowbeasts, landing beyond them and racing O.S.

BEASTMAN spins, taken completely by surprise.

BEASTMAN

Hey!

OTS BEASTMAN - he angrily leads a charge in pursuit.

BEASTMAN

After 'em!



As HE-MAN & BattleCat race off, He-Man looks behind to see: BEASTMAN leading a charge of stampeding Shadowbeasts.

TRACKING - HE-MAN gets a sly look, WHIPS OUT HIS SWORD & slices thru some thick trees, one on his left & one on his right. THE TREES TOPPLE at CAMERA in his wake.

ON BEASTMAN - as a TREE topples in front of him -- making him reel back in surprise...

ANGLE - and into the stampeding SHADOWBEASTS, taking a few down with him.

WIDE - Shadowbeasts are angered. They turn on Beastman, SNARLING. He reacts alarmedly, as Shadowbeasts come at him.

BEASTMAN
(alarm) Hey---Back off!!

EXT. CASTLE GRAYSKULL - DAY/NIGHT

Skeletor'S TERRORDACTYL hovers before the closed jawbridge, as yet more Shadowbeasts swarm from the abyss & claw up the castle walls. OTHERS come leaping from the outcropping & across the abyss -- a few slamming into the wall & falling down into oblivion. CLOSER - A NUMBER OF THEM hold to the walls with one taloned claw while the free claw pounds at the JAWBRIDGE DOOR -- causing it to splinter.

A MAGICAL FLASH WHITES OUT THE SHOT.

The SHADOWBEASTS return to their spots and again start POUNDING and CLAWING at the door.

EXT. COURTYARD - CONTINUOUS

TEELA & RAM MAN - crouched in a section of courtyard behind the column of tall trees. <SEE DESIGN> They look PAST CAMERA.

TEELA'S POV - EVIL-LYN, TRI-KLOPS and a CLUTCH OF SHADOWBEASTS are making their way in, some 30 yards away.

BACK ON TEELA - to RAM MAN -- who's looking jittery.

MAA - moving low, comes racing across the courtyard, trying to hook up with Teela and Ram Man.

TRI-KLOPS - spots him and lets loose with an OPTIC BLAST.

MAA, MOVING - swings his MACE -- knocking back the BLASTS-- which ricochet and keep the Shadowbeasts temporarily at bay.

FAVOR TEELA - As MAA comes rushing in, hunkers down behind a tree to speak with her:

TEELA - looks O.S. and gets an idea.

HER POV - The TALL FLOWER SCULPTURES -- between our heros & where the encroaching Warriors and Shadowbeasts are.

RAM MAN - nervous, looks where she's pointing.

WIDE ANGLE - Ram Man GIRDS himself, then charges, SMASHES into a LARGE FLOWER SCULPTURE. <ALT: OR A STATUE OF AN ELDER> It topples..& as it CRASHES, the EVIL WARRIORS react & dive clear...as do the SNARLING Shadowbeasts, who RETREAT.

THE retreating Shadowbeasts are soon joined by the Warriors.

RAM MAN - huddling nervously behind the toppled sculpture -- its rubble forming a good battle position/barricade. As MAA & TEELA race in to join him -- he looks freaked, but then tries to act like nothing's wrong.

TEELA looks OS, and starts to head off.

TEELA

I'll flank them from the left. Cover me.

MAA nods...as TEELA heads off.

ANGLE - From behind their cover, MAA shoots out suppressing fire, even as he glances over at RAM MAN.

MAN-AT-ARMS

(knowingly) You're afraid of the dark.

RAM MAN starts to bluster, then gives up & admits the truth. MAA keeps up his suppressing fire, as he ducks incoming TriKlops BLASTS.

RAM MAN

What Me? C'mon, you can't -- (deflates, admits)
Yeah. Since I was a little boy.

CLOSE ON RAM MAN - as if reliving the trauma. BLASTS come in all around them, sizzling past their heads.

RAM MAN

I got lost in the caverns under the Plains of Perpetua. Miles 'n miles of dark...*nothin'*-- (shudders, then sheepish) Do..you think I'm a coward?

MAA eyes RAM MAN, a beat.

MAN-AT-ARMS

You're one of the bravest men I know.

Ram Man looks surprised, then skeptical and sheepish. We hear the FIRING STOP.

MAA peeks out -- no sign of the Warriors or Shadowbeasts now. He turns to address Ram Man - smiling kindly.

MAN-AT-ARMS

Remember this, Ram Man: *True* courage is when you're afraid, but you act anyway.

ANGLE - Ram Man mulls this for a beat. Teela comes racing in, a hand to her ear, receiving a message.

TEELA

(urgent) Mekanek says Skeletor's minions are consolidating their forces at the palace's northern perimeter.

MAA nods, grimly.

They all run O.S.

EXT. CASTLE GRAYSKULL - DAY/NIGHT

SHADOWBEASTS cling to the face of the Castle & continue to STRIKE at the door -- which is weakening & splintering a bit.

SKELETOR hovers on his Terrordactyl, having a terrific time.

SKELETOR

(bellows) And soon: the doors come tumbling down!



INT. CASTLE GRAYSKULL - CONTINUOUS

Sorceress sees the inside of the door splintering under the CLAWING & POUNDING BARRAGE. Sends out a telepathic message.

SORCERESS

He-Man ...

EXT. ETERNIAN PLAIN - CONTINUOUS

He-Man, on Battle Cat, riding across the plain towards Grayskull. He hears the Sorceress' telepathic plea.

SORCERESS (V.O.)

-- you must hurry!

HE-MAN leans forward for less wind resistance, sets his jaw.

HE-MAN

Faster, Battle Cat!

TRACKING - Battlecat. Suddenly a QUAKE cracks open the ground before them. Battle Cat leaps the chasm. Just as he does a flaming boulder CRASHES to earth nearby. He-Man notes this grimly, even as Battle Cat GAINS OS.

EXT. PALACE DAY/NIGHT

MAA, Teela & Ram Man hurry thru an area in front of the palace, an EARTHQUAKE rocks the ground. CAMERA SHAKES.

RAM MAN looks spooked, as a piece of the palace ramparts crashes down near him.

MAA is in the lead -- when suddenly another QUAKE hits. A huge fissure SPLITS the ground right behind him...Teela and Ram Man fall into the chasm!

MAA - stops and spins around, looking alarmed. CAMERA ZOOMS in on his worried face.

MAN AT AMRS

Teela....

TEELA, RAM MAN

<falling CRIES>

WHIPLASH (OS)

She's the least of your worries.

MAA pivots: WHIPLASH stands there, his TAIL CRACKS at CAMERA.

ON MAA - hurled back onto the ground.



WHIPLASH comes at him. MAA raises his MACE & swings fiercely, even as he glances back at the fissure that Teela and Ram Man fell down.

INT. UNDERGROUND LABYRINTH - CONT.

RAM MAN & TEELA have landed in an ancient stone passage way. They're on the ground dazed. TEELA whips out her COBRA STAFF which GLOWS.

TEELA
(dazed) Are you okay?

RAM MAN
(nervous) Ah Yeah. Fell on my head.

RAM MAN stands up & looks around, spooked. It's very dark -- the only illumination is from Teela's Cobra Staff.

RAM MAN
Wh-Where are we?

TEELA
Ancient prison compound -- built by the Elders
eons ago.

RAM MAN - looks around, this is his worst nightmare.

EXT. CASTLE GRAYSKULL - DAY/NIGHT

ANGLE PAST SKELETOR - as he hovers 20 yds in front of the chasm cliff closest to Grayskull, looking towards the castle, where Shadowbeasts pound & claw at the door. It's splintered, weakened, looks like it's close to being breached.

SKELETOR
(bellows) Knock knock. Guess who?

BattleCat's O.S. ROAR causes him to turn in surprise.

POV - He-Man riding up to the edge of the cliff. He leaps off of Battle Cat and strikes a pose.

HE-MAN
(calls) Always the gatecrasher, eh, Skeletor?

CLOSE ON SKELETOR - he looks OS at He-Man triumphant, then turns to look at the Shadowbeasts about to crash in the door.

SKELETOR

You're too late, He-Man!

Skeletor TURNS to see: HE-MAN leaping thru the air -- spectacularly -- RIGHT towards CAMERA.

WIDE - He-Man flies IN tackles Skeletor on the terrordactyl.

The two arch-enemies grapple precariously on the craft -- which HOVERS but banks this way and that with their efforts. ADJUST ANGLE - so we see the abyss below them...

CLOSE ON HE-MAN - struggling hand to hand with Skeletor, whose eyes glow red in the near-darkness.

HE MAN

(struggling) Darkness becomes you, Skeletor. In fact,
the less I see of you, the more I--<cut off by OS
SOUND>

A CRACKING SOUND - as HE-MAN looks to see....The jawbridge --the Shadowbeasts still attacking it. It begins to CRACK.

Skeletor uses the opportunity to ZAP He-MAN with his Havoc Staff, sending him toppling off the Terrordactyl.

DOWN ANGLE - PAST SKELETOR - looks to see He-Man tumbling DOWN AWAY FROM CAMERA into the dark, bottomless abyss -- his sword falls out of his hands and plummets separately.

SKELETOR looks over to see: PUSH IN ON JAWBRIDGE it's starting to CRACK and SPLINTER OPEN...as we...

END ACT TWO

ACT THREE

EXT. CASTLE GRAYSKULL - DAY/NIGHT

As we left the scene, with the jawbridge CRACKING & SPLINTERING before the shadowbeasts' onslaught. PULL BACK TO: Skeletor hovering on his Terrordactyl - triumphant.

CUT TO: HE-MAN - plummeting down down into the abyss.



HE-MAN - GRIMACES and STRAINS to adjust his weight, so that he's plummeting nearer to the abyss wall.

FALLING- CLOSE ON HE-MAN'S HAND as he reaches out & gropes -- finally managing to grab...onto a rocky outcropping...A BEAT, then the outcropping crumbles -- but he's slowed his descent.

HE-MAN - falling, reaches out again and this time...he finds something to grab onto that doesn't crumble.

HE-MAN

Yaaaggghhhh...

He hears a CLANKING, looks up...his sword is falling from rocky outcropping to rocky outcropping & then towards CAMERA.

HE-MAN reaches out -- catching his sword deftly, by the hilt.

INT. CASTLE GRAYSKULL - CONTINUOUS

OTS SORCERESS - sees the door as it's SPLINTERING OPEN. SHADOWBEAST heads peer in thru the breaches in the door -- eyes and teeth gleaming.

SORCERESS - raises her arms -- sending out a MIGHTY WAVE OF MAGIC. It takes a huge toll on her...and she slumps weakly.

EXT. GRAYSKULL - CONT.

A FIERCE EXPLOSION OF LIGHT - the very castle glows and lights up like a strobe -- lasting 3 seconds.

THE SHADOWBEASTS freak out and start scampering down the castle wall towards the abyss, as some fall off.

SKELETOR - hovering - scowls and bellows:

SKELETOR

(to self) (bellows) Come back here you spineless apes!

WIDE - But the Shadowbeasts don't heed and in a flash they've all scampered OS down the abyss wall.

Skeletor scowls and raises his HAVOC STAFF.

SKELETOR

Bah, who needs you! I can finish the job myself--

Skeletor suddenly hears a WHOOSHING SOUND -- looks to see:

HE-MAN'S shield comes spinning TOWARDS CAMERA. <ALTERNATE: A flat rock -- ala a discus -- comes spinning towards CAMERA.>

SKEL'S staff is knocked out of his hands...& goes flying OS.

HE-MAN stands heroically atop the nearest abyss cliff.

SKELETOR hovers - ready to CHARGE DOWN on his Terrordactyl.

HE-MAN spins his sword in his hand -- doing some deft and rather spiffy moves. Then, coolly:

CLOSE ON SKELETOR - he scowls and WE WIDEN as his Terroradactyl opens fire directly on He-Man.

He-Man flips and parries blasts back toward Skeletor as the Terrordactyl dives towards He-Man from the air.

ON THE TERRORDACTYL as the blasts come back and hit all over.

THE TERRORDACTYL swoops over He-Man and then up into the sky as Skeletor's dial fades.

SKELETOR

Grayskull will be mine! It will be mine!

ON HE-MAN - as the dust settles around him Battle Cat comes racing up and nuzzles him.

HE-MAN

(pleased) The siege of Grayskull is over, Battle Cat.

CLOSER - He-Man reacts as the Sorceress contacts him.

SORCERESS (V.O.)

I fear that may not be so, He-Man.

A fluttering of wings and ZOAR flies in, lands on a rocky outcropping, then TRANSFORMS into the SORCERESS. She glows -- a beautiful and mystical sight amid this near darkness.

He-Man faces the Sorceress, Battle Cat at his side.

SORCERESS

Skeletor and the Shadowbeasts are gone for now,
but they will return unless sunlight is restored to
Eternia.

HE-MAN - nods, heroic.

HE-MAN

And to do that?

SORCERESS

You must stop the eruption of Mount Barathrum.

HE-MAN - nods, determined. BattleCat ROARS acknowledgement. He-Man leaps upon him and CAMERA PIVOTS as they RACE OFF. OTS SORCERESS as she enters shot, watching them go.

INT. LABYRINTH - SAME TIME

Ram Man and Teela move cautiously thru the darkness of a corridor, past long abandoned cells. The GLOW from her Cobra Staff flickers, not much "energy" left in it.

TEELA

We'll find a way out sooner or later ...

RAM MAN

(nervous) "Sooner" works for me.

ANGLE - They move from the corridor into a larger area -- perhaps used as a common area for ancient prisoners. Suddenly RAM MAN's eyes widen to see:

POV - They're surrounded by SHADOWBEASTS, malevolent eyes glaring at them.

RAM MAN fights panic. TEELA sees the beasts as well.

RAM MAN (OS)

GULP. They're everywhere...

TEELA - tries to be calm. Raises her staff, which brightens, though it's flickering. The shadowbeasts fall back, GROWLING.

TEELA

They won't attack while I've got this. Let's move
back, nice 'n easy-

ANGLE - Neither of them see the open pit behind Teela. Teela steps back into it.

TEELA
<loses balance -- falling cry>

RAM MAN spins. TEELA disappears into darkness, taking the Cobra Staff light with her.

RAM MAN
Teela --!

WIDE - The darkness is complete -- & Shadowbeasts close in.

RAM MAN jumps over the pit, his only thought is of getting away...Up ahead and above, he spots a tunnel opening, a slight bit of light coming thru. But as he takes steps towards it, he stops, remembering Teela's plight.

RAM MAN
(panic) T-Too dark. Gotta get outta here -(realizing, concerned) Teela-

OTS RAM MAN - Shadowbeasts now between him & the pit Teela fell into. CAMERA PIVOTS around him, until it's in front of Ram Man. It's his moment of truth. PUSH IN as RAM MAN'S jaw sets. He turns and calls out to address the pit.

RAM MAN
Hang on, Teela, I'm comin'!

WIDE - Ram Man charges toward the pit, KNOCKING aside several Shadowbeasts, then leaping down into the pit.

RAM MAN
<Banzai-type yell>

INT. LABYRINTH, LOWER LEVEL - CONTINUOUS

Ram Man lands with a SPLASH in a slightly flooded area -- perhaps the ancient drainage sytem. Gets up -- looks around.

RAM MAN
Teela?

POV - It's so dark we can barely see. We can make out a viaduct-like passage leading O.S.

RAM MAN - is terrified. But he moves forward.

POV - the passage. Very spooky as we TRUCK FORWARD. Then we see a glimmer of light ahead.

RAM MAN - hastens forward.

INT. VIADUCT PASSAGE - CONTINUOUS

Ram Man emerges into the large ancient viaduct. Calls out:

He HEARS SNARLS, then turns a right angle "corner" to see, several yards away:
TEELA - propped against a wall, slumped on the ground -- holding off a huge
Shadowbeast. The light from her staff is keeping it at bay, but it's flickering -- about to go
out.

TEELA
(calls) Twisted my ankle!

RAM MAN picks up a handful of peddles and soil and hurls it at the beast's back.

RAM MAN
(taunting) Hey, hairy! Pick on somebody my own
size!

THE SHADOWBEAST turns, GROWLS ominously as it comes at CAMERA --
SNARLING, claws bared.

ON TEELA - she hears a mighty IMPACT then, the THUD of huge bodies falling. She
looks to see:

The ShadowBeast sprawled on the ground, no sign of Ram Man. A BEAT - then the
Shadowbeast, unconscious, gets pushed off Ram Man.

RAM MAN
<effort GRUNT>

RAM MAN rushes over & lifts TEELA in his arms, like a child.

RAM MAN
We're outta here.

TEELA
Which way?

RAM MAN lowers his head and charges at a wall.

RAM MAN
My way!

OTS RAM MAN as he plows down the viaduct wall.



EXT. PALACE COURTYARD - DAY/NIGHT

POV - moving in - to see EVIL-LYN & SHADOWBEASTS stomping victoriously thru the courtyard. SEVERAL ROYAL GUARDS lie knocked out on the ground.

REVEAL - this is MAA POV - as he makes his way stealthily to an area by the a GIANT FLOWER SCULPTURE (same one as in earlier scene with Adam). ORKO is with him - hovering.

ORKO looks confused and nervous.

ORKO shrugs and rolls up his sleeves, then waves his arms.

ON THE SCULPTURE - as it levitates and spins -- SPEWING a HAIL OF SPARKS.

SHADOWBEASTS - recoil at the sight of the fireworks -- freaked out SNARLS as they start running off.

EVIL-LYN - sees the Shadowbeasts abandoning her, then looks past camera to see: OTS MAA stepping into f.g., poised for battle.

EVIL-LYN scowls and runs off in retreat.

INT. LABYRINTH, LOWER LEVEL - CONTINUOUS

RAM MAN bursts in TOWARDS CAMERA - thru another viaduct wall. TEELA sees something OS.

The SHADOWBEAST tumbles backwards and knocks down the other two who are a step behind it and flanking it.

EXT. MOUNT BARATHRUM - CONTINUOUS

LOW ANGLE - DRAMATIC- LOOKING UP at the THE VOLCANO -as it BELCHES fire & smoke. HE-MAN & BATTLECAT LEAP IN OVER CAMERA, heading for the volcano, dodging the rain of fiery rocks.

HE-MAN - leaps from Battlecat. The GROUND SHAKES; blazing boulders CRASH nearby. An apocalyptic scene.

HE MAN

Wait here, Battlecat!

WIPE TO: He-Man halfway up the mountain, climbing it, FIERY RED HOT LAVA oozing down around him. He's sweating -- the heat must be unbearable.



HE-MAN stops. A DRAMATIC SHOT - he raises his powersword.

HE-MAN
For Grayskull!

WIDE - HE-MAN plunges the powersword into the side of the volcano, muscles bunching as he RIPS OPEN the volcano's side!

HE-MAN
<Mighty effort>

HE-MAN -- he's pierced the side, but nothing happens. A Beat.

Suddenly a RUMBLE starts -- then a huge GOUT OF LAVA bursts out --along with fire & steam -- blasting He-Man outward.

HE-MAN lands, farther down the mountain. He looks back -- MOLTEN LAVA at his heels --about to overwhelm him!

MOVING - HE-MAN sees a HUGE BOULDER (15 feet tall) in his path. At the last second, He-Man leaps spectacularly -- landing atop the boulder.

WIDEN - as fiery lava comes pouring past, around both sides of the boulder, right below him.

He-Man looks off into the distance.

HIS POV - THE LAVA flow empties into a LARGE BODY of water, where it SIZZLES and HISSES.

MT BARATHRUM - the ERUPTION begins to subside as the pressure eases.

PULL BACK TO HE-MAN - standing atop the boulder, seeing this. He watches in satisfaction.

EXT. ETERNIA CITY - DAY/NIGHT

MAA and MEKANEK are patrolling the palace perimeter, near some rocky formations and some caves.

Suddenly, they hear a CRASHING SOUND from one of the cliffs. Debris and dust rain down.

MEKANEK gets into position, weapon at the ready.

MEKANEK
More Shadowbeasts!

MAA - sees something thru the dust and debris.

MAN AT ARMS

Wait! Hold your fire.

REVEAL - RAM MAN carrying TEELA - emerging from a hole head-rammed out of the cliffside.

MAA looking greatly relieved -- CAMERA FOLLOWS as he & MEKANEK race to the other two. Ram Man sets Teela down and she supports her weight on MAA's shoulder.

Suddenly -- FIERCE ROARS! They look up to see:

ADJUST TO THEIR POV - 5 SHADOWBEASTS perched on the "roof" of a cave-like formation.

MASTERS get into battle-ready postures -- even Teela, as she supports herself on MAA's shoulder.

SHADOWBEASTS - fierce, ready to pounce, when...a SHAFT OF LIGHT knifes down from the sky. Shadowbeasts REACT, first surprised, then freaked, as they go bounding off, SNARLING.

MAA - he looks up. TILT TO UP ANGLE - The clouds dissipate, and the sun comes out.

ON SCENE - As beams of sunlight break thru like heavenly searchlights, the MASTERS smile with joy, especially RAM MAN.

NEARBY - TRIKLOPS & TRAPJAW lie in wait for battle under a rocky overhang -- so the new sunlight is not so obvious. They REACT as SHADOWBEASTS flee past, WHIMPERING in fear.

TRI-KLOPS

Retreat!

ANGLE - The Evil Warriors flee.

WIPE TO:

EXT. PALACE - DAY

PAN from WORKERS cleaning away debris, to... RAM MAN - reclining, enjoying some "rays", his helmet on his chest so it reflects sun rays onto his face. <NOTE: if we can't show Ram Man with helmet off, we can use some other metal object. Just thought it'd be funny to see what his head looks like.>

MAA and ADAM walk past, Cringer tagging along. Adam calls:

ADAM

Heard about how you saved, Teela, Ram Man.
Must've been spooky-- being down in that dark old
dungeon, Shadowbeasts everywhere...

RAM MAN - looking very relaxed and happy. Shrugs contentedly:

RAM MAN

Nah. Well, maybe a little. But sometimes ya gotta
do whatcha gotta do, even if you're scared.

MAA meets eyes with Ram Man, smiles.

EXT. SNAKE MOUNTAIN - SAME TIME

PUSH IN as we hear:

SKELETOR (V.O.)

Blast that He-Man!

INT. SNAKE MOUNTAIN - DAY

Skeletor paces, brooding, then coy. PANTHOR watches him.

SKELETOR

(coy) Oh well, at least I have the consolation of
knowing the Palace of Eternia has been destroyed.

PULL BACK TO REVEAL - EVIL-LYN, TRAPJAW & TRIKLOPS in f.g. cowering in a
group.

SKELETOR

Or is there something you'd like to tell me?

THE WARRIORS exchange nervous looks.

SKELETOR - heading for the exit, he waves his HAVOC STAFF. The room darkens to
near pitch black.

SKELETOR

Perhaps in the morning, then. (exiting) 'Nighty
night...don't let the Shadowbeasts bite.

CLOSE ON EVIL-LYN looking past camera, eyes widening in fear.

SHADOWBEASTS - snarling, come moving in....and as a large, fierce one comes at
CAMERA, we....

FADE TO BLACK.

<NOTE: If this is too scary, we can do an ALTERNATE, where the Warriors run, to
escape the beasts.

ALT: EVIL-LYN, TRAPJAW, TRIKLOPS>
<adlib panics WALLAS: Run/Lemme
out/Shadowbeasts!/Outta my way etc.>

THE END

INT. CAVE - NIGHT

MAA is in a cave, using a mini-hammer to knock a FANTASTIC CRYSTAL off a wall.
He looks at it approvingly then puts it in a pouch of his armor. CAMERA FOLLOWS as
he heads thru the dark cave & addresses CAMERA, till he sees something & halts.

MAN-AT-ARMS
Everyone has fears. But sometimes fear can be a
good thing: our mind's way of telling us that
something isn't safe. (hearing what's OS) <GASP>

HIS POV - the dark corridor. The shadow beast sounds.

MAA moves back behind an outcropping, then addresses CAMERA.

MAN AT ARMS
See what I mean?

MAA hurries off, back in the opposite direction.

MAN-AT-ARMS
(hastily) Until next time.

We widen to reveal Orko making the noises. Orko sees the camera, and is embarrassed.

ORKO
Uh.. yeah, until next time!

FADE OUT.

